

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Redfin Corporation

(Exact name of registrant as specific in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

74-3064240

(I.R.S. Employer Identification No.)

**1099 Stewart Street, Suite 600
Seattle, WA**

(Address of principal executive offices)

98101

(Zip Code)

**2017 Employee Stock Purchase Plan
2017 Equity Incentive Plan**

(Full title of the plan)

**Glenn Kelman
Chief Executive Officer
Redfin Corporation
1099 Stewart Street, Suite 600
Seattle, WA 98101**

(Name and address of agent for service)

(206) 576-5833

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered		Proposed maximum offering price per share		Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.001 per share						
– 2017 Employee Stock Purchase Plan	930,015	(1)	\$21.21	(3) (4)	\$19,725,618.15	\$2,560.39
– 2017 Equity Incentive Plan	4,650,079	(2)	\$24.95	(3)	\$116,019,471.05	\$15,059.33
Total	5,580,094					\$17,619.71

- Represents additional shares of common stock, par value \$0.001 per share ("Common Stock"), of Redfin Corporation (the "Company") reserved for issuance under the Company's 2017 Employee Stock Purchase Plan (the "ESPP") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the ESPP on January 1 of each calendar year.
- Represents additional shares of Common Stock reserved for issuance under the Company's 2017 Equity Incentive Plan (the "2017 EIP") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2017 EIP on January 1 of each calendar year.
- Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low prices of Common Stock, as reported on The Nasdaq Global Select Market on February 10, 2020.
- Under the ESPP, the sale price of a share of Common Stock is equal to 85% of the fair market value of the Common Stock on the offering date or the purchase date, whichever is less.

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of the Registration Statement on Form S-8, Redfin Corporation incorporates by reference the contents of its Registration Statement on Form S-8 (file number 333-219561).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Charles Lee, our Senior Corporate Counsel who is issuing the opinion filed as Exhibit 5.1 to this registration statement, beneficially owns shares of our common stock and restricted stock units that may vest into shares of our common stock.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Filing	Exhibit	Filing Date	
5.1	Opinion of Charles Lee				X
23.1	Consent of Charles Lee				X
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm				X
24.1	Power of Attorney				X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on February 12, 2020.

Redfin Corporation
(Registrant)

By /s/ Glenn Kelman
Glenn Kelman
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Glenn Kelman and Chris Nielsen, and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Glenn Kelman</u> Glenn Kelman	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2020
<u>/s/ Chris Nielsen</u> Chris Nielsen	Chief Financial Officer (Principal Financial and Accounting Officer)	February 12, 2020
<u>/s/ Robert Mylod, Jr.</u> Robert Mylod, Jr.	Chairman of the Board of Directors	February 12, 2020
<u>/s/ Robert Bass</u> Robert Bass	Director	February 12, 2020
<u>/s/ Julie Bornstein</u> Julie Bornstein	Director	February 12, 2020
<u>/s/ Austin Ligon</u> Austin Ligon	Director	February 12, 2020
<u>/s/ David Lissy</u> David Lissy	Director	February 12, 2020
<u>/s/ James Slavet</u> James Slavet	Director	February 12, 2020
<u>/s/ Selina Tobacowala</u> Selina Tobacowala	Director	February 12, 2020



February 12, 2020

Redfin Corporation
1099 Stewart Street, Suite 600
Seattle, WA 98101

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

The registration statement to which this opinion relates (the "Registration Statement") is registering the offer and sale of the following amounts of shares of common stock, \$0.001 par value per share, of Redfin Corporation, a Delaware corporation ("Redfin"), to be issued pursuant to the Redfin equity compensation plan indicated below (each such plan, a "Plan").

- 930,015 shares to be issued pursuant to the 2017 Employee Stock Purchase Plan (the "ESPP Shares")
- 4,650,079 shares to be issued pursuant to the 2017 Equity Incentive Plan (together with the ESPP Shares, the "Shares")

In providing this opinion, I have (1) examined originals, or certified copies, of records of Redfin and certificates of public officials that I deemed necessary or appropriate as a basis for the opinion and (2) assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to me as originals, and the conformity to original documents of all documents submitted to me as copies.

Based on the foregoing, I am of the opinion that the Shares, when (1) the Registration Statement has become effective under the Securities Act of 1933 (the "Act"), (2) issued, delivered, and paid for (in an amount not less than the par value per Share) in accordance with the terms of the applicable Plan, and (3) duly registered on the books of the transfer agent and registrar for the Shares, will be validly issued, fully paid, and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

This opinion is intended solely for use in connection with the Registration Statement. This opinion is rendered on, and speaks only as of, the date first written above and does not address any potential change in facts or law that may occur after such date. I assume no obligation to advise you of any change in the law or the facts that may hereafter come to my attention.

I consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Sincerely,

/s/ Charles Lee

Charles Lee
Senior Corporate Counsel

1099 Stewart St., Suite 600

Seattle, WA 98101

T: 206-576-5910

charles.lee@redfin.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 12, 2020, relating to the financial statements of Redfin Corporation and the effectiveness of Redfin Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Redfin Corporation for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

Seattle, Washington

February 12, 2020